

UNITED STATES DISTRICT COURT
FOR THE SOUTHERN DISTRICT OF NEW YORK

RED TREE INVESTMENTS, LLC,

Plaintiff,

- against -

PETROLEOS DE VENEZUELA, S.A. and PDVSA
PETROLEO, S.A.,

Defendants.

DECLARATION OF
STEPHEN A. BROOME

Docket No. 1:19-CV-02519
(related to 1:19-CV-02523)

Stephen A. Broome declares under penalty of perjury that the following is true and correct:

1. I am a partner with the law firm of Quinn Emanuel Urquhart & Sullivan, LLP, attorneys for Plaintiff Red Tree Investments, LLC (“Red Tree”) in the above-captioned action.

2. Red Tree commenced this proceeding against Defendants Petróleos de Venezuela, S.A. (“PDVSA”) and PDVSA Petróleo, S.A. (“Petróleo”) (together with PDVSA, “Defendants”) on February 15, 2019, pursuant to CPLR § 3213, for breach of Defendants’ obligation to make payments due on certain notes issued in 2015 and 2016. Attached hereto as **Exhibits 1** through **11** are true and correct copies of Red Tree’s moving papers filed in New York State Court.¹

¹ On February 15, 2019, Red Tree filed in the New York State Supreme Court, New York County, a number of documents, commencing this action (the “3213 Moving Papers”), including the following: Summons (NYSCEF Doc. No. 1) (Broome Decl., Ex. 1); Notice of Motion for Summary Judgment in Lieu of Complaint (NYSCEF Doc. No. 2) (Broome Decl., Ex. 2); Affirmation of Stephen A. Broome in Support of Plaintiff’s Motion for Summary Judgment in Lieu Of Complaint (NYSCEF Doc. No. 3) (the “3213 Broome Affirmation”) (Broome Decl., Ex. 3); and Memorandum of Law in Support of Plaintiff’s Motion for Summary Judgment in Lieu of Complaint (NYSCEF Doc. No. 11) (the “3213 Memorandum of Law”) (Broome Decl., Ex. 11). The 3213 Broome Affirmation appended certain key documents, including the following: the 2015 Note Agreement (NYSCEF Doc. No. 4) (Broome Decl., Ex. 4); the 2015 Notes (NYSCEF Doc. No. 5 and 6) (Broome Decl., Ex. 5 and 6); the 2016 Note Agreement (NYSCEF Doc. No. 7) (Broome Decl., Ex. 7); the 2016 Note (NYSCEF Doc. No. 8) (Broome Decl., Ex. 8); the Affidavit of Daniel Wallitt, a representative of the former holder of the Notes, GE Capital EFS Financing, Inc.,

3. Pursuant to CPLR 311(1), on February 19, 2019, Red Tree personally served PDVSA and Petróleo with the 3213 Pleadings via Corporation Services Company, the designated Process Agent identified in the Note Agreements. Attached hereto as **Exhibits 12** and **13**, respectively, are Affidavits of Service filed in the New York State Court at NYSCEF Doc. No. 16 (PDVSA) and NYSCEF Doc. No. 17 (Petróleo).

4. Defendants failed to respond by the Response Deadline and did not appear on the Return Date. Attached hereto as **Exhibit 14** is a true and correct copy of the New York State Court Docket.

5. Defendants removed this action to this Court by filing and serving a Notice of Removal on March 21, 2019. Attached hereto as **Exhibit 15** is a true and correct copy of Defendants' Notice of Removal.

Dated: New York, New York
April 11, 2019

/s/ Stephen A. Broome
Stephen A. Broome

describing the 2015 Notes and appending exhibits in support (NYSCEF Doc. No. 9) (the "2015 Wallitt Affidavit") (Broome Decl., Ex. 9); and the Affidavit of Daniel Wallitt describing the 2016 Note and appending exhibits in support (NYSCEF Doc. No. 10) (the "2016 Wallitt Affidavit," together with the 2015 Wallitt Affidavit, the "Wallitt Affidavits") (Broome Decl., Ex. 10). Defendants attached the 3213 Moving Papers served on PDVSA to their Notice of Removal as a single Exhibit A (Docket No. 3) and on Petróleo as a single Exhibit B (Docket No. 3). The 3213 Moving Papers are re-appended to this Broome Declaration as individual exhibits for ease of reference.